

**NOTICE OF PROVISIONAL ALLOTMENT**

Terms defined in the Abridged Prospectus dated 12 May 2015 ("**Abridged Prospectus**") shall have the same meanings when used in this Notice of Provisional Allotment ("**NPA**") unless stated otherwise. The provisionally allotted Rights Shares with Warrants as contained in this NPA are prescribed securities pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991 as amended from time to time ("**SICDA**"). Therefore, the SICDA and the Rules of Bursa Malaysia Depository Sdn Bhd ("**Bursa Depository**") shall apply in respect of all dealings in the Provisional Rights Shares with Warrants (as defined herein).



**GPA HOLDINGS BERHAD**

*(Company No. 493897-V)*

(Incorporated in Malaysia under the Companies Act, 1965)

**RENOUNCEABLE RIGHTS ISSUE OF UP TO 196,097,520 NEW ORDINARY SHARES OF RM0.10 EACH IN GPA HOLDINGS BERHAD ("GPA") ("RIGHTS SHARES") TOGETHER WITH UP TO 490,243,800 FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FOUR (4) EXISTING ORDINARY SHARES OF RM0.10 EACH IN GPA TOGETHER WITH FIVE (5) WARRANTS FOR EVERY TWO (2) RIGHTS SHARES HELD AT 5.00 P.M. ON 12 MAY 2015 AT AN ISSUE PRICE OF RM0.10 PER RIGHTS SHARE PAYABLE IN FULL UPON ACCEPTANCE ("RIGHTS ISSUE WITH WARRANTS")**

*Adviser*



**M&A SECURITIES SDN BHD (15017-H)**

*(A Wholly-Owned Subsidiary of Insas Berhad)*

(A Participating Organisation of Bursa Malaysia Securities Berhad)

**To: Our Entitled Shareholders of GPA**

**Dear Sir/Madam,**

Our Board of Directors ("**Board**") has provisionally allotted to you the number of Rights Shares with Warrants as indicated below ("**Provisional Rights Shares with Warrants**"), in accordance with the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") vide its letter dated 9 March 2015 and the ordinary resolution passed by our shareholders at the Extraordinary General Meeting held on 21 April 2015 in relation to the Rights Share with Warrants.

We wish to advise you that the following number of Provisional Rights Shares with Warrants have been confirmed by Bursa Depository and upon acceptance will be credited into your Central Depository System ("**CDS**") Account(s) subject to the terms and conditions stated in the Abridged Prospectus and the Rights Subscription Form ("**RSF**") issued by our Company.

The Provisional Rights Shares with Warrants is made subject to the provisions in the Abridged Prospectus issued by our Company. Bursa Securities has already prescribed the securities of our Company listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Provisional Rights Shares with Warrants are prescribed securities and as such, all dealings in the Provisional Rights Shares with Warrants will be by book entries through CDS Accounts and will be governed by the SICDA and the Rules of Bursa Depository.

**ALL THE RIGHTS SHARES AND THE WARRANTS TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE WITH WARRANTS WILL BE ALLOTTED BY WAY OF CREDITING THE RIGHTS SHARES AND THE WARRANTS INTO THE CDS ACCOUNTS OF THE ENTITLED SHAREHOLDERS AND/OR THEIR RENOUNCEE(S) (IF APPLICABLE). NO PHYSICAL SHARE AND WARRANT CERTIFICATES WILL BE ISSUED.**

It is the intention of our Board to allot the excess Rights Shares with Warrants, if any, on a fair and equitable basis and in the following priority:-

- (i) Firstly, to minimise the incidence of odd lots;
- (ii) Secondly, for allocation to Entitled Shareholders who have applied for excess Rights Shares with Warrants, on a pro-rata basis and in board lot, calculated based on their respective shareholdings as at the Entitlement Date;
- (iii) Thirdly, for allocation to Entitled Shareholders who have applied for excess Rights Shares with Warrants, on a pro-rata basis based on the quantum of their respective excess Rights Shares with Warrants application; and
- (iv) Fourthly, for allocation to transferee(s) and/or renounee(s) who have applied for excess Rights Shares with Warrants, on a pro-rata basis based on the quantum of their respective excess Rights Shares with Warrants application.

Our Board reserves the right to allot the excess Rights Shares with Warrants applied for under Part I(b) of this RSF, in such manner as it deems fit and expedient and in the best interest of our Company subject always to such allocation being made on a fair and equitable basis and that the intention of our Board set out in (i) to (iv) above are achieved.

**NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER**

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NUMBER OF GPA SHARES HELD AT 5.00 P.M. ON 12 MAY 2015	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	NUMBER OF WARRANTS ATTACHED TO RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	TOTAL AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.10 PER RIGHTS SHARE (RM)

**IMPORTANT RELEVANT DATES AND TIME :-**

Entitlement Date	: Tuesday, 12 May 2015 at 5.00 p.m.
Last date and time for sale of provisional allotment of rights	: Tuesday, 19 May 2015 at 5.00 p.m.
Last date and time for transfer of provisional allotment of rights	: Friday, 22 May 2015 at 4.00 p.m.
Last date and time for acceptance and payment	: Wednesday, 27 May 2015 at 5.00 p.m. *
Last date and time for excess application and payment	: Wednesday, 27 May 2015 at 5.00 p.m. *

\* or such later date and time as our Board may determine and announce not less than two (2) market days before the stipulated date and time.

By order of the Board  
**LIM LAI SAM** (MAICSA 0877479)  
**CHONG SIEW DUAN** (MAICSA 7019353)  
 Company Secretaries

Share Registrar  
**Tricor Investor Services Sdn Bhd (118401-V)**  
 Level 17, The Gardens North Tower  
 Mid Valley City  
 Lingkaran Syed Putra  
 59200 Kuala Lumpur  
 Tel: 603-2264 3883  
 Fax: 603-2282 1886



## NOTES AND INSTRUCTIONS FOR COMPLETION OF THIS RSF

**THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT. IN ACCORDANCE WITH THE CAPITAL MARKETS AND SERVICES ACT, 2007, THIS RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE ABRIDGED PROSPECTUS DATED 12 MAY 2015 ("ABRIDGED PROSPECTUS").**

**IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.** All enquiries concerning the Rights Shares with Warrants should be addressed to our Shares Registrar, Tricor Investor Services Sdn Bhd (118401-V) at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur. **INVESTORS SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS TO WHICH THIS RSF RELATES BEFORE COMPLETING THIS RSF.**

The Abridged Prospectus is issued in compliance with the laws of Malaysia only. This RSF, together with the Abridged Prospectus and the NPA (collectively referred to as "Documents") are not intended to be (and will not be) issued, circulated or distributed, and the Rights Shares with Warrants will not be made or offered or deemed to be made or offered for purchase or subscription, in any countries or jurisdictions other than Malaysia or to persons who are or may be subject to the laws of any countries or jurisdictions other than the laws of Malaysia. No action has been or will be taken to ensure that the Rights Shares with Warrants and the Documents comply with the laws of any countries or jurisdiction other than the laws of Malaysia. It shall be the sole responsibility of the Entitled Shareholders and/or their renounee(s) (if applicable) who are or may be subject to the laws of any countries or jurisdictions other than the laws of Malaysia to consult their legal or other professional advisers as to whether the acceptance or renunciation of all or any part of the Rights Shares with Warrants to be issued would result in the contravention of any laws of such countries or jurisdictions. Such Entitled shareholders and/or their renounee(s) (if applicable) should note the additional terms and restrictions as set out in Section 3.10 of the Abridged Prospectus. Neither GPA, M&A Securities Sdn Bhd nor any other professional advisers shall accept any responsibility or liability whatsoever to any party in the event that any acceptance and/or renunciation (as the case may be) of the Rights Shares with Warrants made by any of foreign Entitled Shareholders and/or their renounee(s) (if applicable) is or shall become illegal, unenforceable, voidable or void in any countries or jurisdictions in which the Entitled Shareholders and/or their renounee(s) (if applicable) are resident.

A copy of the Abridged Prospectus has been registered with the Securities Commission Malaysia ("SC"). The registration of the Abridged Prospectus should not be taken to indicate that the SC recommends the Rights Shares with Warrants or takes any responsibility for the correctness of statements made or opinions expressed in the Abridged Prospectus. A copy of the Documents has also been lodged with the Registrar of Companies who takes no responsibility for the contents of the Documents.

Our shareholders have approved the Rights Shares with Warrants at the Extraordinary General Meeting held on 21 April 2015. Bursa Malaysia Securities Berhad ("Bursa Securities") has also granted its approval for, amongst others, the admission of the Warrants to the Official List of Bursa Securities and the listing of and quotation for the Rights Shares, Warrants and the new ordinary shares arising from the exercise of the Warrants on the Main Market of Bursa Securities on 9 March 2015. However, this is not an indication that Bursa Securities recommends the Rights Shares with Warrants. The official listing of and quotation for the said securities will commence after, amongst others, receipt of confirmation from Bursa Depository that all the CDS accounts of the Entitled Shareholders and/or their renounee(s) (if applicable) have been duly credited and notices of allotment have been despatched to them.

Our Board have seen and approved all the documentation relating to the Rights Shares with Warrants. They collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable inquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts which, if omitted, would make the statements in the Documents false or misleading.

Unless otherwise stated, the unit of currency used in this RSF is Ringgit Malaysia ("RM") and sen.

### INSTRUCTIONS:-

#### (I) LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT

This RSF is valid for acceptance until **5.00 p.m. on Wednesday, 27 May 2015** or such later date and time as may be determined and announced by our Board at their absolute discretion, not less than two (2) market days before the stipulated date and time. In the event the closing date of the acceptance is extended from the original closing date, the announcement of such extension will be made not less than two (2) market days before the stipulated date and time.

#### (II) FULL OR PART ACCEPTANCE OF THE RIGHTS SHARES WITH WARRANTS

If you wish to accept all or part of the Rights Shares with Warrants provisionally allotted to you ("Provisional Rights Shares with Warrants"), please complete Part I(a) and Part II of this RSF in accordance with the notes and instructions contained herein and return this RSF together with the appropriate remittance made in RM for the full amount payable in the form of Banker's Draft(s) or Cashier's Order(s) or Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia made payable to "GPA RIGHTS SHARES ACCOUNT" crossed "A/C PAYEE ONLY" and endorsed on the reverse side with your name and your CDS account number in block letters so as, to be received by our Share Registrar, Tricor Investor Services Sdn Bhd (118401-V) at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not later than **5.00 p.m. on Wednesday, 27 May 2015**, being the last date and time for acceptance and payment for the Rights Shares with Warrants. Cheques or any other mode of payments are not acceptable. Details of remittance must be filled in the appropriate boxes provided in this RSF.

The remittance must be made in the exact amount payable for the Rights Shares with Warrants accepted (ROUNDED UP TO THE NEAREST SEN).

**NO ACKNOWLEDGEMENT OF RECEIPT OF THIS RSF OR APPLICATION MONIES WILL BE MADE BY OUR COMPANY OR OUR SHARE REGISTRAR IN RESPECT OF THE RIGHTS ISSUE WITH WARRANTS. HOWEVER, IF YOUR APPLICATION IS SUCCESSFUL, A NOTICE OF ALLOTMENT WILL BE DESPATCHED TO YOU BY ORDINARY POST TO THE ADDRESS AS SHOWN IN THE RECORD OF DEPOSITORS PROVIDED BY BURSA DEPOSITORY AT YOUR OWN RISK WITHIN EIGHT (8) MARKET DAYS FROM THE LAST DATE FOR ACCEPTANCE AND PAYMENT FOR THE RIGHTS SHARES WITH WARRANTS OR SUCH OTHER PERIOD AS MAY BE PRESCRIBED BY BURSA SECURITIES.**

#### (III) APPLICATION FOR EXCESS RIGHTS SHARES WITH WARRANTS

If you wish to apply for additional Rights Shares with Warrants in excess of your entitlement, please complete Part I(b) of this RSF (in addition to Parts I(a) and Part II) and forward it together with a separate remittance made in RM for the full amount payable in respect of the excess Rights Shares with Warrants applied for, to our Share Registrar, Tricor Investor Services Sdn Bhd (118401-V) at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur. Payment for the excess Rights Shares with Warrants applied for should be made in the same manner as described in Note (II) above, and in the form of Banker's Draft(s), Cashier's Order(s) or Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia crossed "A/C PAYEE ONLY" and made payable to "GPA EXCESS RIGHTS SHARES ACCOUNT" and endorsed on the reverse side with your name and your CDS account number in block letters so as to be received by our Share Registrar not later than **5.00 p.m. on Wednesday, 27 May 2015** being the last date and time for acceptance and payment for the excess Rights Shares with Warrants, or such later date and time as may be determined and announced by our Board at their absolute discretion, not less than two (2) market days before the stipulated date and time. No acknowledgement of receipt of this RSF or excess application monies will be made by our Company or our Share Registrar in respect of the excess Rights Shares with Warrants. However, if your excess application is successful, a notice of allotment will be despatched to you by ordinary post to the address shown in the Record of Depositors provided by Bursa Depository at your own risk within eight (8) market days from the last date for application and payment for the excess Rights Shares with Warrants or such other period as may be prescribed by Bursa Securities.

In respect of unsuccessful or partially successful excess Rights Shares with Warrants applications, the full amount or the balance of the application monies, as the case may be, shall be refunded without interest and despatched to the applicant by ordinary post to the address shown in our Record of Depositors provided by Bursa Depository at your own risk within fifteen (15) market days from the last date for application and payment for the excess Rights Shares with Warrants.

It is the intention of our Board to allot the excess Rights Shares with Warrants, if any, on a fair and equitable basis and in the following priority:-

- (i) Firstly, to minimise the incidence of odd lots;
- (ii) Secondly, for allocation to Entitled Shareholders who have applied for excess Rights Shares with Warrants, on a pro-rata basis and in board lot, calculated based on their respective shareholdings as at the Entitlement Date;
- (iii) Thirdly, for allocation to Entitled Shareholders who have applied for excess Rights Shares with Warrants, on a pro-rata basis based on the quantum of their respective excess Rights Shares with Warrants application; and
- (iv) Fourthly, for allocation to transferee(s) and/or renounee(s) who have applied for excess Rights Shares with Warrants, on a pro-rata basis based on the quantum of their respective excess Rights Shares with Warrants application.

Our Board reserves the right to allot the excess Rights Shares with Warrants applied for under Part I(b) of this RSF, in such manner as it deems fit and expedient and in the best interest of our Company subject always to such allocation being made on a fair and equitable basis and that the intention of our Board set out in (i) to (iv) above are achieved.

#### (IV) SALE/TRANSFER OF PROVISIONAL RIGHTS SHARES WITH WARRANTS

If you wish to sell or transfer all or part of your entitlement to the Provisional Rights Shares with Warrants to one (1) or more person(s), you may do so through your stockbroker for the period up to the last date and time for sale/transfer of such Provisional Rights Shares with Warrants, without first having to request for a split of such Provisional Rights Shares with Warrants standing to the credit of your CDS Account. To sell or transfer all or part of your entitlement to the Provisional Rights Shares with Warrants, you may sell such entitlement on the open market or transfer such entitlement to such persons as may be allowed under the Rules of Bursa Depository.

If you have sold or transferred only part of the Provisional Rights Shares with Warrants, you may still accept the balance of the Provisional Rights Shares with Warrants by completing Parts I(a) and Part II of this RSF.

In selling or transferring all or part of your Provisional Rights Shares with Warrants, you need not deliver any document including this RSF to your stockbroker. However you must ensure that there is sufficient Provisional Rights Shares with Warrants standing to the credit of your CDS Account(s) that is available for settlement of the sale or transfer.

Purchaser(s) or transferee(s) of the Provisional Rights Shares with Warrants may obtain a copy of this Abridged Prospectus and the RSF from his/her/their stockbroker(s), our Share Registrar, our Registered Office or the website of Bursa Securities (<http://www.bursamalaysia.com>).

#### (V) GENERAL INSTRUCTIONS

- (a) All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seal.
- (b) The Rights Shares with Warrants subscribed by the entitled shareholders and/or their renounee(s) (if applicable) will be credited into their respective CDS Accounts as stated in this RSF or the exact accounts appearing in Bursa Depository's Record of Depositors.
- (c) Any interest or other benefit accruing on or arising from or in connection with any application monies shall be for the benefit of our Company and our Company shall not be under any obligation to account for such interest or other benefit to you.
- (d) The contract arising from the acceptance of the Provisional Rights Shares with Warrants by you shall be governed by and construed in accordance with the laws of Malaysia and you shall be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this RSF and the contract arising therefrom.
- (e) Our Board reserves the right to accept or reject any acceptance and/or application if the instructions herein stated are not strictly adhered to or which are illegible.
- (f) Entitled Shareholders and/or their renounee(s) (if applicable) should note that this RSF and remittances so lodged with our Share Registrar shall be irrevocable and shall not be subsequently withdrawn.
- (g) Malaysian Revenue Stamp (NOT POSTAGE STAMP) of RM10.00 must be affixed on this RSF.